

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>FRIEDMAN FLEISCHER &amp; LOWE CAPITAL PARTNERS LP</u>  (Last) (First) (Middle) <u>C/O FRIEDMAN FLEISCHER &amp; LOWE ONE MARITIME PLAZA, 10TH FLOOR</u>  (Street) <u>SAN FRANCISCO CA 94111</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TEMPUR PEDIC INTERNATIONAL INC</u> [ TPX ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)  <b>General Partner</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/06/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/06/2004		S		477,026	D	\$18.96	16,529,385	D <sup>(1)</sup>	
Common Stock	12/06/2004		S		8,629	D	\$18.96	299,018	D <sup>(1)</sup>	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>FRIEDMAN FLEISCHER &amp; LOWE CAPITAL PARTNERS LP</u>  (Last) (First) (Middle) <u>C/O FRIEDMAN FLEISCHER &amp; LOWE ONE MARITIME PLAZA, 10TH FLOOR</u>  (Street) <u>SAN FRANCISCO CA 94111</u>  (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>FFL EXECUTIVE PARTNERS LP</u>  (Last) (First) (Middle) <u>C/O FRIEDMAN FLEISCHER &amp; LOWE ONE MARITIME PLAZA, 10TH FLOOR</u>  (Street) <u>SAN FRANCISCO CA 94111</u>  (City) (State) (Zip)
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Explanation of Responses:

1. See "Notes to Footnote 1" in Exhibit 99.2.

**Remarks:**

(1) This Form 4 is also being filed on behalf of each of Tully M. Friedman and Christopher A. Masto, each of whom is a director of the Issuer. (2) Mr. Masto is Managing Member of Friedman Fleischer & Lowe GP, LLC, General Partner of Friedman Fleischer & Lowe Capital Partners, LP.

/s/ Christopher A. Masto (see  
general remarks (2)).      12/06/2004

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

JOINT FILER INFORMATION

This statement on Form 4 is filed by Friedman Fleischer & Lowe Capital Partners, LP, FFL Executive Partners, LP, Tully M. Friedman and Christopher A. Masto.

Name: FFL Executive Partners, LP
Address: & c/o Friedman Fleischer & Lowe
One Maritime Plaza, 10th Floor
San Francisco, CA 94111
Designated Filer: Friedman Fleischer & Lowe Capital Partners, LP
Issuer & Ticker Symbol: Tempur-Pedic International Inc. [TPX]
Date of Earliest Transaction Required to be Reported: December 6, 2004

FFL EXECUTIVE PARTNERS, LP

By:/s/Christopher A. Masto

Name: Christopher A. Masto
Title: Managing Member
Friedman Fleischer & Lowe GP, LLC
General Partner

Name: Tully M. Friedman
Address: c/o Friedman Fleischer & Lowe
One Maritime Plaza, 10th Floor
San Francisco, CA 94111
Designated Filer: Friedman Fleischer & Lowe Capital Partners, LP
Issuer & Ticker Symbol: Tempur-Pedic International Inc. [TPX]
Date of Earliest Transaction Required to be Reported: December 6, 2004

/s/ Tully M. Friedman

Tully M. Friedman

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Name: Christopher A. Masto
Address: c/o Friedman Fleischer & Lowe
One Maritime Plaza, 10th Floor
San Francisco, CA 94111
Designated Filer: Friedman Fleischer & Lowe Capital Partners, LP
Issuer & Ticker Symbol: Tempur-Pedic International Inc. [TPX]
Date of Earliest Transaction Required to be Reported: December 6, 2004

/s/ Christopher A. Masto

Christopher A. Masto

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Exhibit 99.2

Notes to Footnote 1:

The shares of Common Stock ("Common Stock") described in this Form 4 are held by Friedman Fleischer & Lowe Capital Partners, LP and FFL Executive Partners, LP (collectively, the "Friedman Fleischer & Lowe Funds") in the amounts set forth below. An allocation of shares is listed below for each transaction described herein. The Friedman Fleischer & Lowe Funds are each controlled by Friedman Fleischer & Lowe GP, LLC, their general partner. Accordingly, Friedman Fleischer

& Lowe Capital Partners, LP and FFL Executive Partners, LP may be deemed to beneficially own each other's shares of Common Stock. Tully M. Friedman and Christopher A. Masto are, respectively, Senior Managing Member and Managing Member of Friedman Fleischer & Lowe GP, LLC, and may be deemed to beneficially own the shares of Common Stock owned by the Friedman Fleischer & Lowe Funds. The reporting persons disclaim beneficial ownership of any shares in which they do not have a pecuniary interest.

Holder	Shares of Common Stock Sold, 12/6/04	Shares of Common Stock Directly Owned Following
Sale		
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Friedman Fleischer & Lowe Capital Partners, LP	477,026	16,529,385
FFL Executive Partners, LP	8,629	299,018